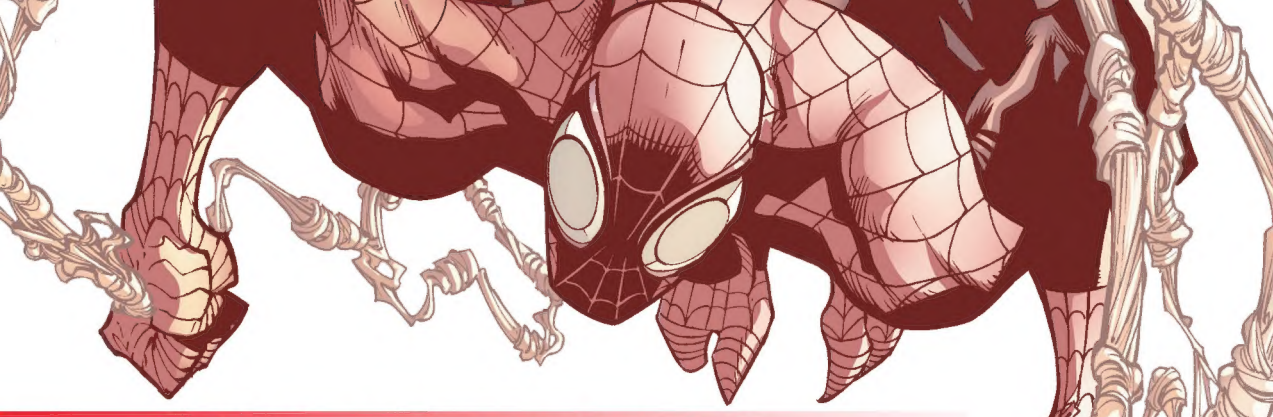
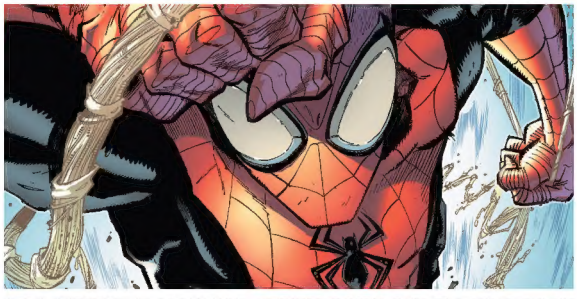
THE SUPERIOR
SPIDER-MAN
SLOTT
CAMUNCOLI
DELL
PALLOT
DELGADO
013
delgado
MARVEL
NOW!
JOIN THE
REVOLUTION
AR
012

I relive it countless times each day. The moment I should have died.
I WAS GOING TO LEAVE YOU A LONG LIFE WITH THE DEATHS OF YOUR LOVED ONES ON YOUR HANDS, JAMESON.
BUT YOU KNOW, NOW THAT I'M HERE...
JONAH!
The moment the woman I love...
AAAGGHH!
...died in my place.
DON'T BE MAD, JONAH. DON'T BLAME ANYONE FOR THIS... SPIDER-SLAYERS...SPIDER-MAN...DON'T EVEN BLAME SMYTHE.
DON'T WASTE ANY MORE OF YOUR LIFE ON HATE...
But I can't even grant my wife her dying wish.
Not until Smythe pays.
I'm J. Jonah Jameson. The Mayor of New York. One of the most powerful men in the world. And I swear by all I hold dear...
SMYTHE IS NOT GETTING OFF THIS ISLAND.



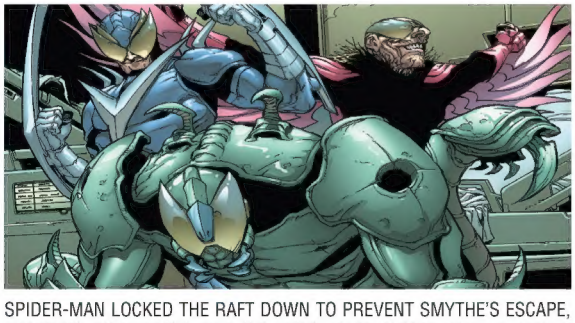
THE SUPERIOR SPIDER-MAN



OTTO OCTAVIUS IS A MAN WHO CHEATED DEATH, BUT AT A PRICE. WHEN HE EXCHANGED BODIES WITH **PETER PARKER,** HE GAINED THE AMAZING SKILLS OF SPIDER-MAN—AND ALL OF PETER'S MEMORIES. OTTO FINALLY UNDERSTANDS PETER'S MISSION OF GREAT RESPONSIBILITY.

ALISTAIR SMYTHE, THE **SPIDER-SLAYER,** HAS BEEN IMPRISONED ON THE RAFT AWAITING EXECUTION SINCE HE KILLED MAYOR JAMESON'S WIFE MARLA.

THE RAFT WAS SUPPOSED TO BE CLOSED DOWN AFTER SMYTHE'S EXECUTION AND MOST OF THE PRISONERS HAD BEEN MOVED ELSEWHERE. BUT DURING THE EXECUTION SMYTHE ESCAPED!



SPIDER-MAN LOCKED THE RAFT DOWN TO PREVENT SMYTHE'S ESCAPE, TRAPPING THE MAYOR AND HIS ENTOURAGE INSIDE WITH A NEWLY UPGRADED **SCORPION, BOOMERANG** AND **VULTURE!**

NO ESCAPE PART TWO: LOCKDOWN

DAN SLOTT PLOT

CHRISTOS GAGE SCRIPT

GIUSEPPE CAMUNCOLI PENCILER

JOHN DELL & TERRY PALLOT INKERS

ANTONIO FABELA COLOR ART

CHRIS ELIOPOULOS LETTERER

ELLIE PYLE ASSISTANT EDITOR

STEPHEN WACKER EDITOR

AXEL ALONSO EDITOR IN CHIEF

JOE QUESADA CHIEF CREATIVE OFFICER

DAN BUCKLEY PUBLISHER

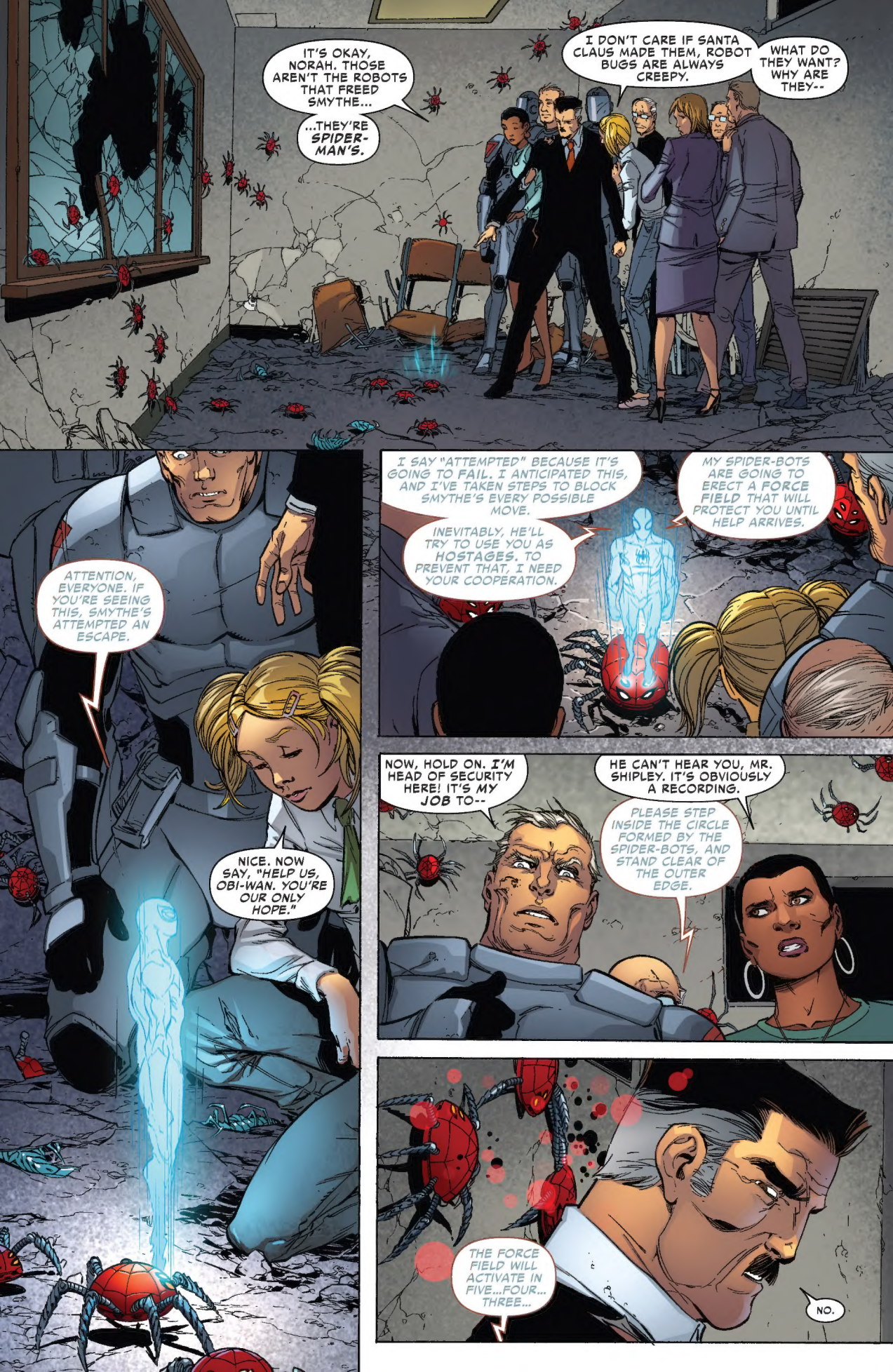
ALAN FINE EXEC. PRODUCER

When you see this: AR, open up the MARVEL AR APP (available on applicable Apple ® iOS or Android ™ devices) and use your camera-enabled device to unlock extra-special exclusive features!*

© 2013 Marvel Characters, Inc. All rights reserved. All characters featured in this issue and the distinctive names and likenesses thereof, and all related indicia are trademarks of Marvel Characters, Inc. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or institution is intended, and any such similarity which may exist is purely coincidental.

WWW.MARVEL.COM

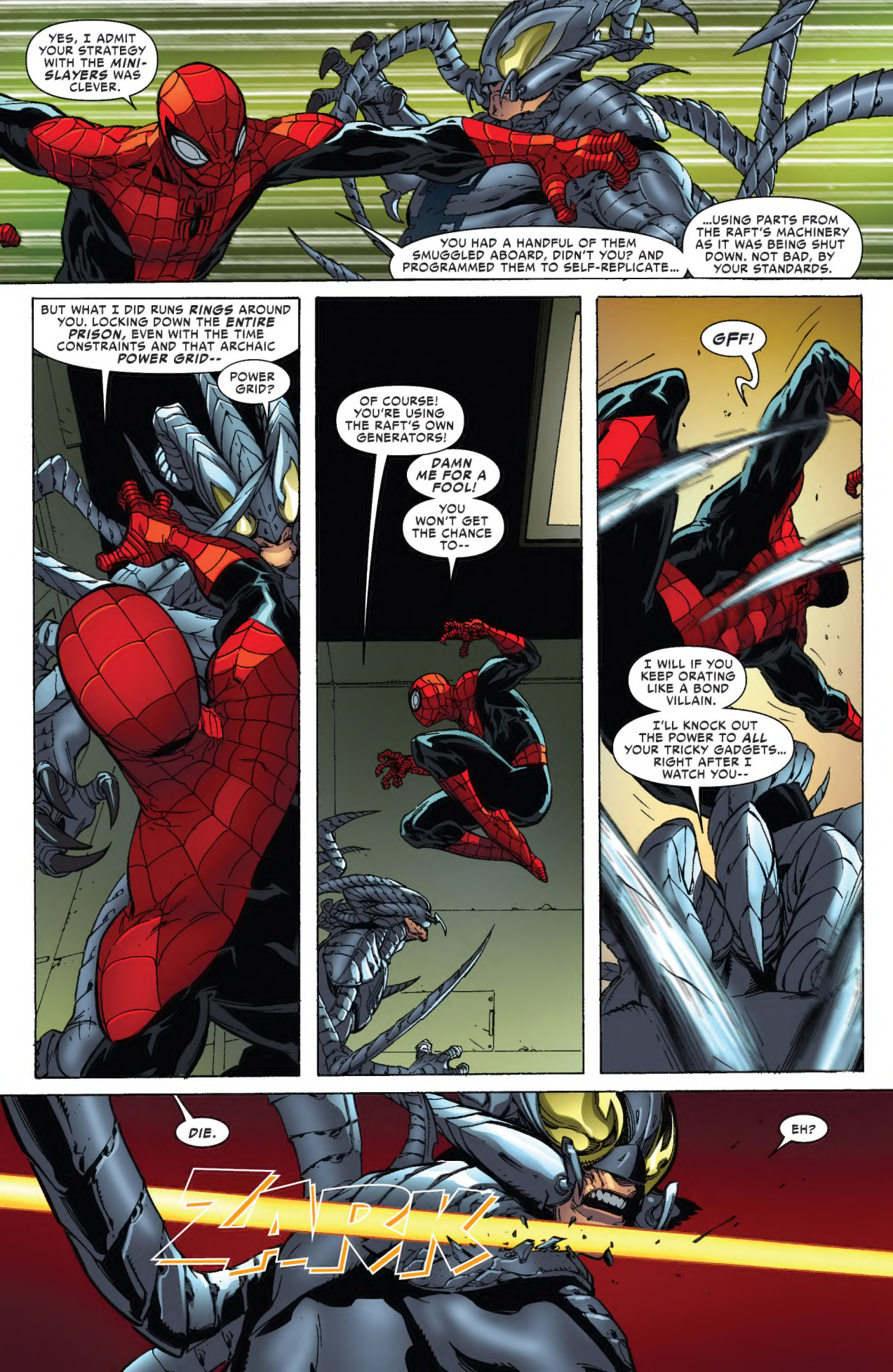
The Raft Maximum Security Prison.
MOMENTS AFTER THE FAILED EXECUTION OF ALISTAIR SMYTHE, A.K.A. THE SPIDER-SLAYER.
THIS IS YOUR FAULT, JAMESON! MY CLIENT IS MENTALLY ILL!
I WARNED EVERYONE YOUR PRESENCE WOULD UPSET HIM, BUT YOU INSISTED--
RAFT
SUE ME.
WHOK
IF WE GET OUT OF HERE ALIVE.
UM, YEAH...
...THAT'S LOOKING LESS LIKELY BY THE MINUTE.
TAK TAK
TAK TAK
TAK TAK
TAK TAK

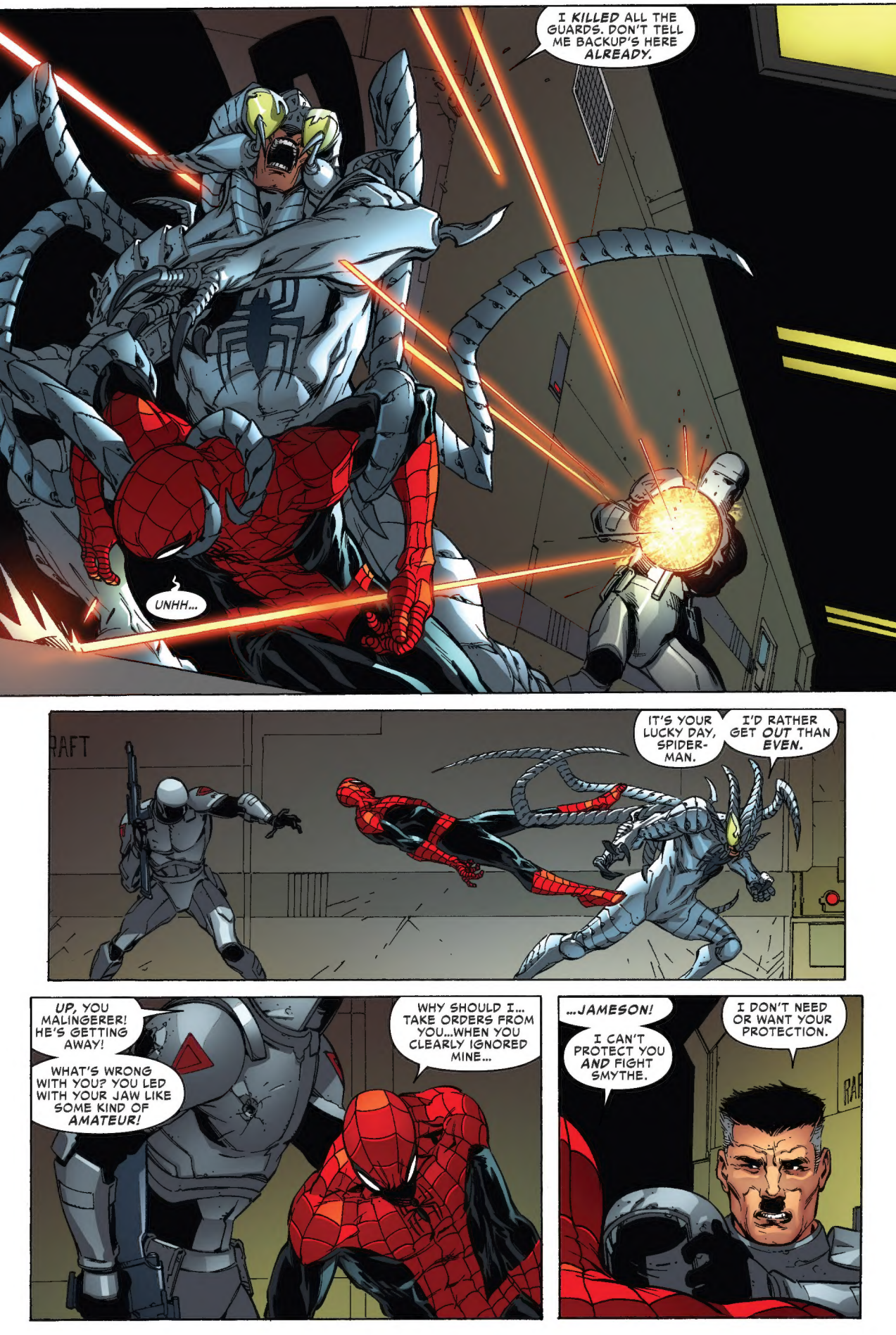

IT'S OKAY, NORAH. THOSE AREN'T THE ROBOTS THAT FREED SMYTHE...
...THEY'RE SPIDER-MAN'S.
I DON'T CARE IF SANTA CLAUS MADE THEM, ROBOT BUGS ARE ALWAYS CREEPY.
WHAT DO THEY WANT? WHY ARE THEY--
ATTENTION, EVERYONE. IF YOU'RE SEEING THIS, SMYTHE'S ATTEMPTED AN ESCAPE.
NICE. NOW SAY, "HELP US, OBI-WAN. YOU'RE OUR ONLY HOPE."
I SAY "ATTEMPTED" BECAUSE IT'S GOING TO FAIL. I ANTICIPATED THIS, AND I'VE TAKEN STEPS TO BLOCK SMYTHE'S EVERY POSSIBLE MOVE.
INEVITABLY, HE'LL TRY TO USE YOU AS HOSTAGES. TO PREVENT THAT, I NEED YOUR COOPERATION.
MY SPIDER-BOTS ARE GOING TO ERECT A FORCE FIELD THAT WILL PROTECT YOU UNTIL HELP ARRIVES.
NOW, HOLD ON. I'M HEAD OF SECURITY HERE! IT'S MY JOB TO--
HE CAN'T HEAR YOU, MR. SHIPLEY. IT'S OBVIOUSLY A RECORDING.
PLEASE STEP INSIDE THE CIRCLE FORMED BY THE SPIDER-BOTS, AND STAND CLEAR OF THE OUTER EDGE.
THE FORCE FIELD WILL ACTIVATE IN FIVE...FOUR... THREE...
NO.

WMM
NO!
JONAH!
MR. MAYOR, WHAT ARE YOU DOING? THERE'S NOTHING PROTECTING YOU FROM SMYTHE!
OR HIM FROM ME.
DON'T WORRY, MISS GRANT. THE LORD DELIVERED US TO SAFETY. HE WILL SURELY LOOK AFTER THE MAYOR.
WITH ALL DUE RESPECT, FATHER, I THINK THE LORD HAS PRECIOUS LITTLE TO DO WITH WHAT'S GOING ON OUT THERE.
REST EASY, SON. SMYTHE'S GOING TO ANSWER FOR WHAT HE DID TO YOU.
HE'S GOING TO ANSWER FOR EVERYTHING.

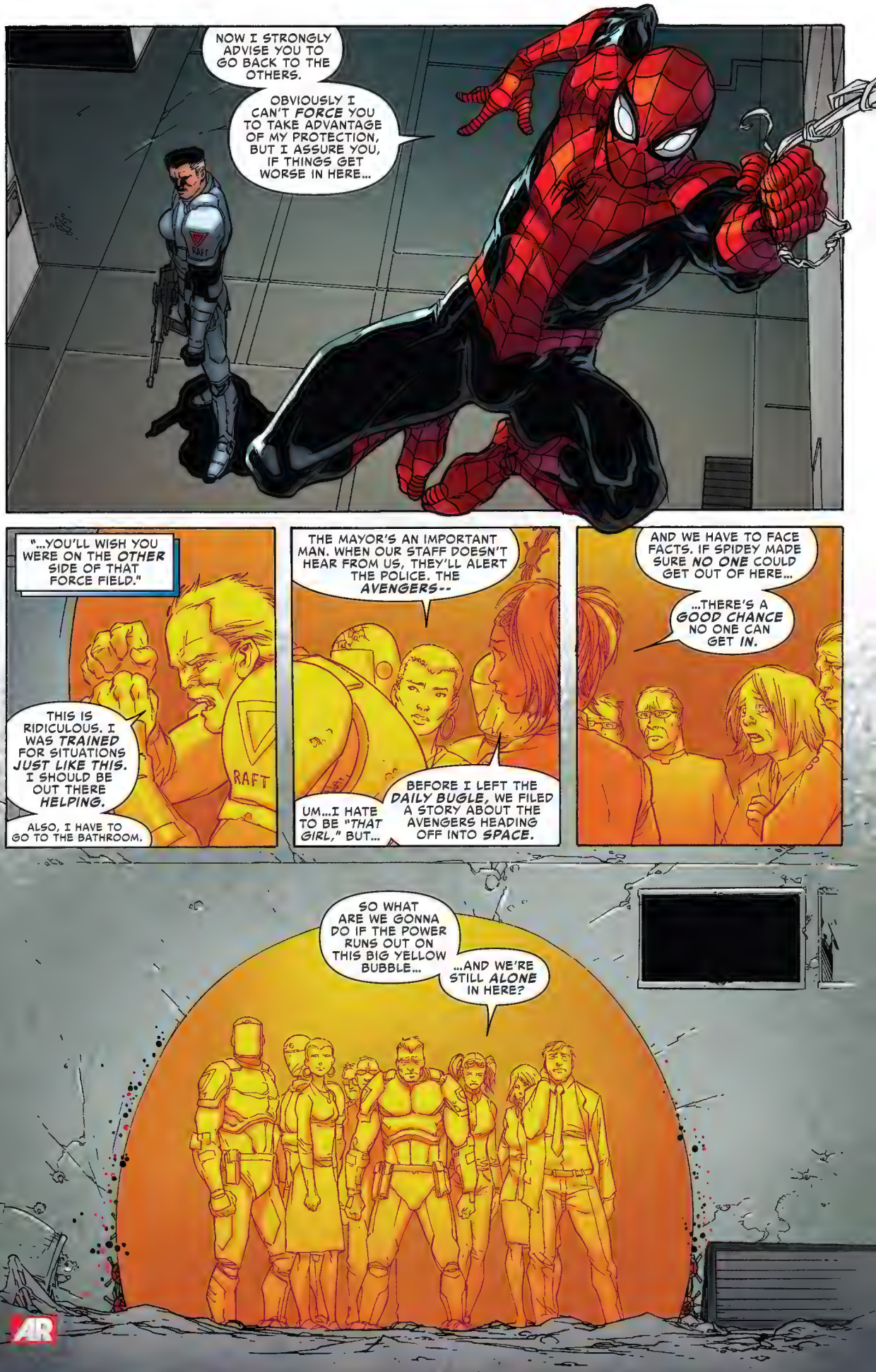
WHAT'S THE MATTER, SMYTHE? CAN'T FIND A WAY OUT? SEEING COUNTERMOVES FOR YOUR COUNTERMOVES?
IS IT SINKING IN YET THAT YOU'VE BEEN *OUTSMARTED AT EVERY TURN?*
PLEASE. IF YOU THINK HAVING TO KILL YOU TO GO FREE BOTHERS ME, *YOU'RE* THE IDIOT.
I'M THE *SPIDER-SLAYER!*
YOUR DEATH IS THE REASON I EXIST!

YOU'RE A DISGRACE, SMYTHE. YOUR FATHER, FOR ALL HIS FAULTS, WAS A SCIENTIST. HE FOUGHT WITH HIS BRAIN.
BUT YOU FLAIL AROUND LIKE A BULL IN A CHINA SHOP. YOU'RE NOT WORTH MY ATTENTION.
I'VE SENT WORD TO THE AVENGERS. THEY'LL BE HERE ANY MINUTE TO PUT A STOP TO YOUR LITTLE TANTRUM.
REINFORCEMENTS, EH?
"NOW WHY DIDN'T I THINK OF THAT?"


YES, I ADMIT YOUR STRATEGY WITH THE *MINI-SLAYERS* WAS CLEVER.
YOU HAD A HANDFUL OF THEM SMUGGLED ABOARD, DIDN'T YOU? AND PROGRAMMED THEM TO SELF-REPLICATE...
...USING PARTS FROM THE RAFT'S MACHINERY AS IT WAS BEING SHUT DOWN. NOT BAD, BY YOUR STANDARDS.
BUT WHAT I DID RUNS *RINGS* AROUND YOU. LOCKING DOWN THE *ENTIRE PRISON,* EVEN WITH THE TIME CONSTRAINTS AND THAT ARCHAIC *POWER GRID*--
POWER GRID?
OF COURSE! YOU'RE USING THE RAFT'S OWN GENERATORS!
DAMN ME FOR A FOOL!
YOU WON'T GET THE CHANCE TO--
GFF!
I WILL IF YOU KEEP ORATING LIKE A BOND VILLAIN.
I'LL KNOCK OUT THE POWER TO *ALL* YOUR TRICKY GADGETS... RIGHT AFTER I WATCH YOU--
DIE.
ZARK
EH?

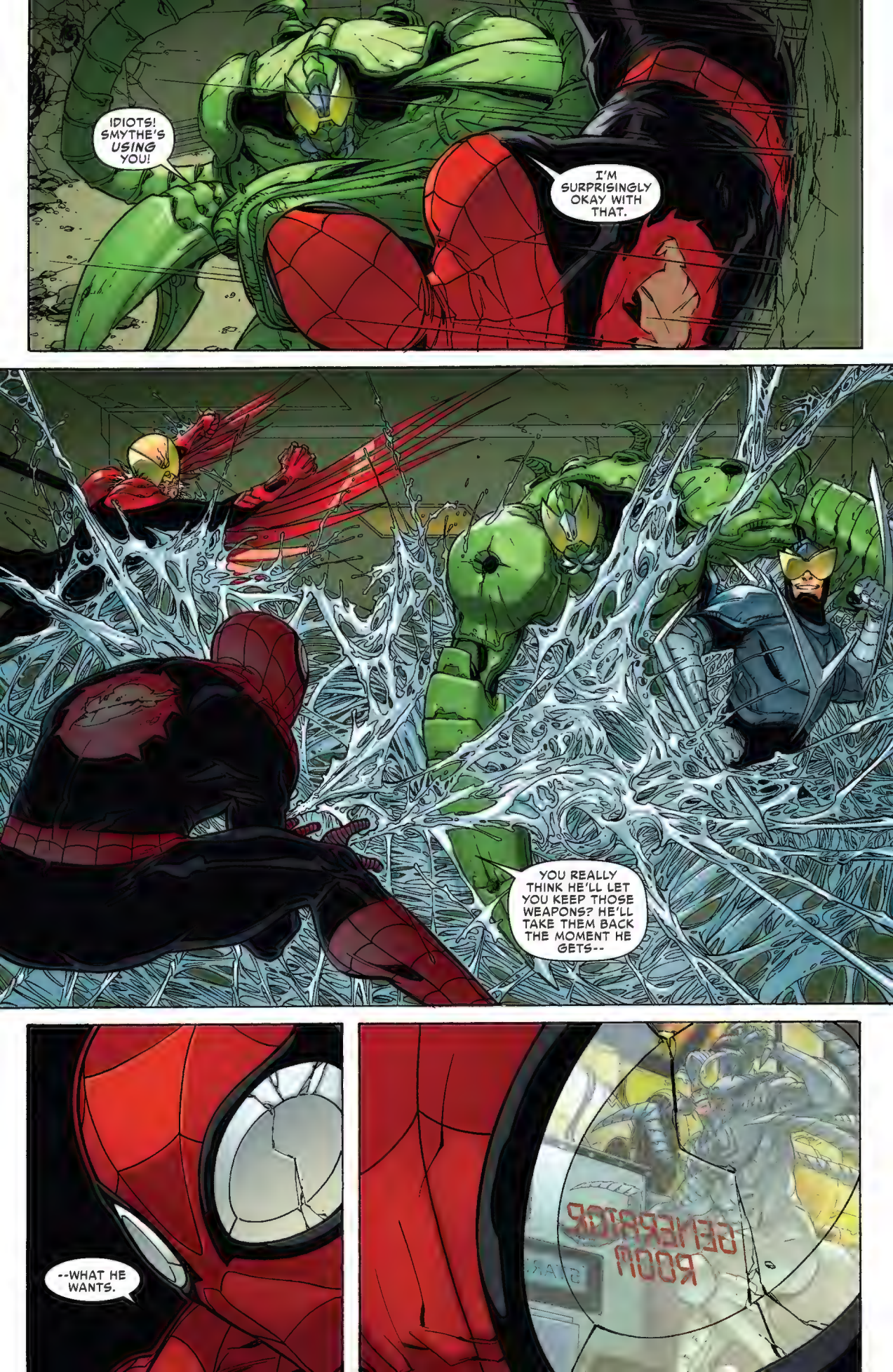

I KILLED ALL THE GUARDS. DON'T TELL ME BACKUP'S HERE ALREADY.
UNHH...
IT'S YOUR LUCKY DAY, SPIDER-MAN.
I'D RATHER GET OUT THAN EVEN.
UP, YOU MALINGERER! HE'S GETTING AWAY!
WHAT'S WRONG WITH YOU? YOU LED WITH YOUR JAW LIKE SOME KIND OF AMATEUR!
WHY SHOULD I... TAKE ORDERS FROM YOU...WHEN YOU CLEARLY IGNORED MINE...
...JAMESON!
I CAN'T PROTECT YOU AND FIGHT SMYTHE.
I DON'T NEED OR WANT YOUR PROTECTION.

I WANT YOU TO DO YOUR JOB.
I BROUGHT YOU HERE TO ENSURE SMYTHE IS EXECUTED.
SO MAKE SURE OF IT.
I WANT TO BE ABSOLUTELY CERTAIN OF WHAT YOU'RE SAYING, MR. MAYOR.
IT'S ONE THING TO PROVIDE SECURITY AT A STATE-SANCTIONED EXECUTION.
OR USE LETHAL FORCE IN DEFENSE OF ONESELF OR OTHERS.
BUT IF YOU'RE TELLING ME TO DO SOMETHING BEYOND THAT--
I AM TELLING YOU THAT THIS IS THE DAY OF ALISTAIR SMYTHE'S RECKONING.
I AM TELLING YOU HE WILL DIE FOR HIS CRIMES. HERE. TODAY.
AND I AM TELLING YOU TO DO WHATEVER IS NECESSARY TO MAKE THAT HAPPEN.
WAS THAT CLEAR ENOUGH FOR YOU?
YES.
THAT WAS EXACTLY WHAT I NEEDED.


NOW I STRONGLY ADVISE YOU TO GO BACK TO THE OTHERS.
OBVIOUSLY I CAN'T *FORCE* YOU TO TAKE ADVANTAGE OF MY PROTECTION, BUT I ASSURE YOU, IF THINGS GET WORSE IN HERE...
RAFT
"...YOU'LL WISH YOU WERE ON THE *OTHER* SIDE OF THAT FORCE FIELD."
THIS IS RIDICULOUS. I WAS *TRAINED* FOR SITUATIONS *JUST LIKE THIS.* I SHOULD BE OUT THERE *HELPING.*
ALSO, I HAVE TO GO TO THE BATHROOM.
RAFT
THE MAYOR'S AN IMPORTANT MAN. WHEN OUR STAFF DOESN'T HEAR FROM US, THEY'LL ALERT THE POLICE. THE *AVENGERS--*
UM...I HATE TO BE "*THAT GIRL*," BUT...
BEFORE I LEFT THE *DAILY BUGLE*, WE FILED A STORY ABOUT THE AVENGERS HEADING OFF INTO *SPACE.*
AND WE HAVE TO FACE FACTS. IF SPIDEY MADE SURE *NO ONE* COULD GET OUT OF HERE...
...THERE'S A *GOOD CHANCE* NO ONE CAN GET *IN.*
SO WHAT ARE WE GONNA DO IF THE POWER RUNS OUT ON THIS BIG YELLOW BUBBLE...
...AND WE'RE STILL *ALONE* IN HERE?

JUST AS I THOUGHT. IT'S CHILD'S PLAY TO TRIANGULATE THE SIGNAL SMYTHE USES TO COMMUNICATE WITH HIS ROBOTS.
I ALREADY KNOW WHERE THE IMBECILE'S HEADED...AND NOW I KNOW THE PRECISE ROUTE.
TRACKING MY COMMUNICATIONS SIGNAL, ARE YOU? TWO CAN PLAY AT THAT GAME.
WHAT--?
I'VE TRACED THE FREQUENCY YOUR ROBOTS USE... AND SHARED WHAT I KNOW WITH SOME FRIENDS.
BRAAM
YOU NEVER SHOULD'VE LEFT US ALIVE, BUG.
NNAHH!

YOU TORE OFF MY JAW, PUNK.
THAT'S JUST WHERE I'M GONNA START ON YOU.
I UNDERSTAND YOUR ANGER, SCORPION, BUT SMYTHE'S MADE US BETTER THAN BEFORE. HE DIDN'T JUST FIX MY BLINDNESS, HE GAVE ME BETTER WINGS.
I MAY JUST HAVE TO KEEP THESE.
AGH!
AMEN. I ALWAYS USED TA WORRY ABOUT RUNNIN' OUTTA BOOMERANGS, BUT THIS SUIT JUST GROWS NEW ONES!
BWHOOM


IDIOTS! SMYTHE'S *USING* YOU!
I'M SURPRISINGLY OKAY WITH THAT.
YOU REALLY THINK HE'LL LET YOU KEEP THOSE WEAPONS? HE'LL TAKE THEM BACK THE MOMENT HE GETS--
--WHAT HE WANTS.
EMERGENCY ROOM

I HOPE YOU GOT A GOOD SHOT OF THIS, SPIDER-MAN...
STARK
FUJIKA
...BECAUSE YOU'RE ABOUT TO LOSE THE LIGHT.
KABOOOOM
WHAT HAPPENED?
THE RAFT'S GOING DARK.

"ALL OF IT."
CHPSHH
HSSS...
CONNORS, CURT
THE LIZARD
SNFF
SNFF

FAREWELL, SPIDER-MAN. I'D STAY FOR YOUR SLAYING, BUT FREEDOM AWAITS--
YOU'VE FORGOTTEN ONE THING, SMYTHE.
AND WHAT'S THAT?
THE BACKUP GENERATORS.
FWOOOSH
WATCH IT, VULTURE!
DID YOU REALLY THINK I WAS THAT STUPID? THE RAFT HAS *MULTIPLE* BACKUP POWER SOURCES, BURIED DEEP WITHIN THE BEDROCK.
I SENT YOU ON A *FOOL'S ERRAND*. APPROPRIATELY.
YOU SMUG INSECT. I WOULD'VE BEEN SATISFIED WITH ESCAPE. BUT NOW, YOU'LL SEE WHAT I'M *REALLY* CAPABLE OF.
I CAN SEE THROUGH MY ROBOTS, JUST AS YOU CAN.

"I'M WELL AWARE OF THE CIVILIANS YOU OBLIGINGLY HERDED TOGETHER LIKE SHEEP FOR THE SLAUGHTER...
"...AND JAMESON, WANDERING THE HALLS ALONE."
CAUTION
RAFT
VULTURE! SCORPION! BOOMERANG! FOLLOW THE ROUTE I'M SENDING TO YOUR EYEPIECES. KILL EVERY PERSON IN THIS PLACE.
BITE ME, SMYTHE. THE SPIDER PUNCHED OFF MY DAMN JAW. THERE'S NOBODY ON THIS PLANET I WANNA KILL MORE THAN--
DID I MENTION J. JONAH JAMESON IS ONE OF YOUR TARGETS?
AND IF YOU NEED MORE MOTIVATION--
NAH.
YOU HAD ME AT "JAMESON."

CONSIDERING SMYTHE CAN TAKE AWAY WHAT HE GAVE, IT BEHOOVES US TO DO AS HE ASKS.
I'LL SEE TO THE OTHER CIVILIANS. BOOMERANG, CAN YOU HANDLE SPIDER-MAN?
WITH THIS GEAR?
I CAN HANDLE ANYTHING.
NO JOKES, SPIDER-MAN? NO INSULTS? HAVE I SILENCED YOU AT LAST?
GO ON, I'M WAITING TO HEAR MORE ABOUT YOUR BRILLIANCE! WHAT ARE YOU GOING TO DO NOW?
I'LL SHOW YOU.

HEY! MY BOMB-A-RANGS!
OH, COME ON--
DEET DEET DEET
NOT BAD. BUT YOU STILL HAVE SCORPION ON HIS WAY TO KILL THE MAYOR, AND VULTURE PREPARING TO MURDER THOSE INNOCENT SOULS WHO CAME TO WATCH ME DIE.
IT'S CALLED HOBSON'S CHOICE, SPIDER-MAN. WHO WILL YOU SAVE?
KOOM
NONE OF THE ABOVE.

WHAT ARE YOU TALKING ABOUT?
THERE ARE *LIVES* AT STAKE!
YOU HAVE TO SAVE THEM!
WRONG, SMYTHE. THERE'S ONLY *ONE THING* I "HAVE" TO DO.
SLAY THE SPIDER-SLAYER.
RAFT
To be continued!

'SUP SPIDER-MAN

ELLIE PYLE
ASSISTANT EDITOR

STEPHEN WACKER
SENIOR EDITOR

AXEL ALONSO
EDITOR IN CHIEF

JOE QUESADA
CHIEF CREATIVE OFFICER

DAN BUCKLEY
PUBLISHER

ALAN FINE
EXEC. PRODUCER

Send e-mail to SPIDEYOFFICE@MARVEL.COM (please mark as OKAY TO PRINT)

NEXT:

SUPERIOR SPIDER-MAN #13

SUPERIOR CARNAGE #1

SUPERIOR FOES OF SPIDER-MAN #1

SUPERIOR SPIDER-MAN TEAM-UP #1

MORBIUS #7

VENOM #37

SCARLET SPIDER #19